

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
)	
JOANN INC., et al. ¹)	Case No. 25-10068 (CTG)
)	
Debtors.)	(Jointly Administered)
)	
)	Re: Docket Nos. 14 & 113

**CERTIFICATION OF
COUNSEL REGARDING
MOTION OF DEBTORS FOR
ENTRY OF INTERIM AND FINAL ORDERS
(I) APPROVING THE DEBTORS' PROPOSED
ADEQUATE ASSURANCE OF PAYMENT FOR FUTURE
UTILITY SERVICES, (II) APPROVING THE DEBTORS' PROPOSED
PROCEDURES FOR RESOLVING ADEQUATE ASSURANCE REQUESTS,
(III) PROHIBITING UTILITY PROVIDERS FROM ALTERING, REFUSING, OR
DISCONTINUING SERVICE, (IV) AUTHORIZING CERTAIN FEE PAYMENTS FOR
PREPETITION SERVICES PERFORMED, AND (V) GRANTING RELATED RELIEF**

The undersigned proposed counsel to Joann, Inc. and certain of its affiliates, the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"), hereby certifies as follows:

1. On January 15, 2025, the *Motion of Debtors for Entry of Interim and Final Orders*
(I) Approving the Debtors' Proposed Adequate Assurance of Payment for Future Utility Services,
(II) Approving the Debtors' Proposed Procedures for Resolving Adequate Assurance Requests,
(III) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Service,
(IV) Authorizing Certain Fee Payments for Prepetition Services Performed, and (V) Granting

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: JOANN Inc. (5540); Needle Holdings LLC (3814); Jo-Ann Stores, LLC (0629); Creative Tech Solutions LLC (6734); Creativebug, LLC (3208); WeaveUp, Inc. (5633); JAS Aviation, LLC (9570); joann.com, LLC (1594); JOANN Ditto Holdings Inc. (9652); Dittopatterns LLC (0452); JOANN Holdings 1, LLC (9030); JOANN Holdings 2, LLC (6408); and Jo-Ann Stores Support Center, Inc. (5027). The Debtors' mailing address is 5555 Darrow Road, Hudson, Ohio 44236.

Related Relief [Docket No. 14] (the “Motion”) was filed with the United States Bankruptcy Court for the District of Delaware (the “Court”). Attached thereto as Exhibit B was a proposed form of order granting the relief requested in the Motion on a final basis (the “Final Order”).

2. On January 16, 2025, the Court held a hearing to consider the relief requested in the Motion on an interim basis and subsequently entered the *Interim Order (I) Approving the Debtors' Proposed Adequate Assurance of Payment for Future Utility Services, (II) Approving the Debtors' Proposed Procedures for Resolving Adequate Assurance Requests, (III) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Service, (IV) Authorizing Certain Fee Payments for Prepetition Services Performed, and (V) Granting Related Relief* [Docket No. 113] (the “Interim Order”).

3. Pursuant to the Interim Order, a final hearing on the Motion was set to be held on February 11, 2025 at 2:00 p.m. (prevailing Eastern Time) and any objections or responses to entry of the Final Order were to be filed and served on the undersigned proposed counsel by February 4, 2025 at 4:00 p.m. (prevailing Eastern Time) (the “Objection Deadline”), except for the Official Committee of Unsecured Creditors (the “Committee”), whose deadline was extended to February 6, 2025 at 5:00 p.m. (prevailing Eastern Time). The final hearing on the Motion was adjourned to February 14, 2025 at 9:30 a.m. (prevailing Eastern Time).

4. Prior to the Objection Deadline, certain of the Debtors’ utility providers filed the *Objection of Certain Utility Companies to the Motion of Debtors for Entry of Interim and Final Orders (I) Approving the Debtors' Proposed Adequate Assurance of Payment for Future Utility Services, (II) Approving the Debtors' Proposed Procedures for Resolving Adequate Assurance Requests, (III) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Service, (IV) Authorizing Certain Fee Payments for Prepetition Services Performed, and (V) Granting*

Related Relief[Docket No. 225] (the “Objection”). Joinders to the Objection were filed by certain of the Debtors’ other utility providers [Docket Nos. 226 and 227] (the “Joinders” and collectively, the “Objecting Utility Providers”). Since the Objection and Joinders were filed, the Debtors have reached a consensual resolution with the Objecting Utility Providers. The Debtors also received informal comments to the Final Order from counsel to Waste Management and various affiliates and/or subsidiaries (“Waste Management”) and Granite Telecommunications, LLC (“Granite”).

5. Prior to the Committee’s extended Objection Deadline, the Debtors received informal comments to the Motion and proposed Final Order from counsel to the Committee.

6. The Debtors have not received any other objections or other informal comments to the Motion and Final Order.

7. The Debtors revised the proposed Final Order to address the informal comments received from counsel to Waste Management, Granite, and the Committee and the parties agreed to a revised Final Order, a copy of which is attached hereto as Exhibit 1 (the “Revised Final Order”).

8. A blackline comparing the Revised Final Order against the Final Order is attached hereto as Exhibit 2.

9. The Debtors respectfully request that the Court enter the Revised Final Order at its earliest convenience.

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Dated: February 13, 2025
Wilmington, Delaware
/s/ Patrick J. Reilley

COLE SCHOTZ P.C.

Patrick J. Reilley (No. 4451)
Stacy L. Newman (No. 5044)
Michael E. Fitzpatrick (No. 6797)
Jack M. Dougherty (No. 6784)
500 Delaware Avenue, Suite 1410
Wilmington, Delaware 19801
Telephone: (302) 652-3131
Facsimile: (302) 652-3117
Email: preilley@coleschotz.com
snewman@coleschotz.com
mfitzpatrick@coleschotz.com
jdougherty@coleschotz.com

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP
Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
Aparna Yenamandra, P.C. (admitted *pro hac vice*)
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: joshua.sussberg@kirkland.com
aparna.yenamandra@kirkland.com

- and -

Anup Sathy, P.C. (admitted *pro hac vice*)
Jeffrey Michalik (admitted *pro hac vice*)
Lindsey Blumenthal (admitted *pro hac vice*)
333 West Wolf Point Plaza
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
Email: anup.sathy@kirkland.com
jeff.michalik@kirkland.com
lindsey.blumenthal@kirkland.com

*Proposed Co-Counsel to the Debtors
and Debtors in Possession*

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and Debtors in Possession*